

Fill in this information to identify the case:

Debtor name RS Old Mill, LLC

United States Bankruptcy Court for the: Southern District Of New York

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Better Distributors 106 Grand Avenue Attn: Volf Brooklyn, NY11205		Break Up Fee	Contingent Disputed			\$3,200,000.00
2	Watermark Associates LLC 4401 21st Street Attn: Lazer Philipson Long Island City, NY11101		Break Up Fee	Contingent Disputed			\$2,800,000.00
3	Bridgewater Capital 54 West 47th Street Attn: Mark Junger New York, NY10036		Financing Fee	Contingent Disputed			\$1,800,000.00
4	Instyle Interiors 181 Locust Avenue Attn: Leo Bronx, NY10454		Break Up Fee	Contingent Disputed			\$1,200,000.00
5	RFG 5314-16th Avenue Attn: Avrumi Brooklyn, NY11219		Break Up Fee	Contingent Disputed			\$400,000.00
6	Alpine Fine Construction 12 Prag Boulevard Attn: Meshilem Monroe, NY10950		Construction Consulting				\$210,000.00
7	Lyncrest Consulting 36 Lyncrest Drive Attn: Isaac Genuth Monsey, NY10952		Environmental Consulting				\$172,000.00
8	UHCS Distributors 8160 New Utrecht Avenue Attn: Norman Brooklyn, NY11219		Break Up Fee				\$140,000.00

Debtor RS Old Mill, LLC
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Romaro 12 North Federal Highway Attn: Peter Marcinek Pompano Beach, FL 33062		Independent Contractor				\$115,000.00
10	Ell City LLC 16192 Coastal Highway Attn: Aga Worosz Lewes, DE 11958		Independent Contractor				\$70,000.00
11	Shefa Trans Pacific 21 Lyncrest Drive Monsey, NY 10952			Disputed			\$50,000.00
12	JLL 330 Madison Avenue Attn: Linda New York, NY 10017			Contingent Disputed			\$50,000.00
13	Goldman Copeland 229 West 36th Street Attn: John O'Brian New York, NY 10018						\$48,000.00
14	Caps Skull 1265 Coney Island Avenue Attn: Shea Hecht Brooklyn, NY 11230		General Services				\$35,000.00
15	Mintz Levin One Financial Center Attn: Stuart Offner Boston, MA 02111		Legal Fees				\$23,823.00
16	AKRF 440 Park Avenue, 7th Floor Attn: Axel Schwendt New York, NY 10016		Environmental Consulting				\$5,500.00
17							
18							
19							
20							

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Debtor name RS Old Mill, LLCUnited States Bankruptcy Court for the: Southern District of New York

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Official Form 206A/B

Schedule A/B: Assets — Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- ☐ No. Go to Part 2.
☒ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand

\$ 0.00

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
3.1. _____	_____	_____	\$ _____
3.2. _____	_____	_____	\$ _____

4. Other cash equivalents (Identify all)

4.1. See Attachment 1	\$ 0.00
4.2. _____	\$ _____

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 0.00

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

- ☒ No. Go to Part 3.
☐ Yes. Fill in the information below.

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

7.1. _____	\$ _____
7.2. _____	\$ _____

Debtor

RS Old Mill, LLC

Pg 4 of 46

Case number (if known)

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1. _____ \$ _____

8.2. _____ \$ _____

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ _____

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**☒ No. Go to Part 4.☐ Yes. Fill in the information below.**Current value of debtor's interest****11. Accounts receivable**11a. 90 days old or less: _____ - _____ = → \$ _____
face amount doubtful or uncollectible accounts11b. Over 90 days old: _____ - _____ = → \$ _____
face amount doubtful or uncollectible accounts**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ _____

Part 4: Investments**13. Does the debtor own any investments?**☒ No. Go to Part 5.☐ Yes. Fill in the information below.**Valuation method used for current value****Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. _____ \$ _____

14.2. _____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

% of ownership:

15.1. _____ % _____ \$ _____

15.2. _____ % _____ \$ _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1. _____ \$ _____

16.2. _____ \$ _____

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$ _____

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				
	MM / DD / YYYY	\$		\$
20. Work in progress				
	MM / DD / YYYY	\$		\$
21. Finished goods, including goods held for resale				
	MM / DD / YYYY	\$		\$
22. Other inventory or supplies				
	MM / DD / YYYY	\$		\$
23. Total of Part 5				\$

Add lines 19 through 22. Copy the total to line 84.

24. Is any of the property listed in Part 5 perishable?

- ☐ No
☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
☐ Yes. Book value Valuation method Current value

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested			
	\$		\$
29. Farm animals Examples: Livestock, poultry, farm-raised fish			
	\$		\$
30. Farm machinery and equipment (Other than titled motor vehicles)			
	\$		\$
31. Farm and fishing supplies, chemicals, and feed			
	\$		\$
32. Other farming and fishing-related property not already listed in Part 6			
	\$		\$

Debtor

RS Old Mill, LLC

Pg 6 of 46

Case number (if known)

Name

33. Total of Part 6.

Add lines 28 through 32. Copy the total to line 85.

\$ _____

34. Is the debtor a member of an agricultural cooperative?☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No☐ Yes**35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**☐ No☐ Yes. Book value \$ _____ Valuation method _____ Current value \$ _____**36. Is a depreciation schedule available for any of the property listed in Part 6?**☐ No☐ Yes**37. Has any of the property listed in Part 6 been appraised by a professional within the last year?**☐ No☐ Yes**Part 7: Office furniture, fixtures, and equipment; and collectibles****38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**☒ No. Go to Part 8.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
_____	\$ _____	_____	\$ _____
40. Office fixtures			
_____	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software			
_____	\$ _____	_____	\$ _____
42. Collectibles <i>Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles</i>			
42.1 _____	\$ _____	_____	\$ _____
42.2 _____	\$ _____	_____	\$ _____
42.3 _____	\$ _____	_____	\$ _____

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 86.

\$ _____

44. Is a depreciation schedule available for any of the property listed in Part 7?☐ No☐ Yes**45. Has any of the property listed in Part 7 been appraised by a professional within the last year?**☐ No☐ Yes

Part 8: Machinery, equipment, and vehicles**46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
--	--	---	------------------------------------

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47.1	\$		\$
47.2	\$		\$
47.3	\$		\$
47.4	\$		\$

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1	\$		\$
48.2	\$		\$

49. Aircraft and accessories

49.1	\$		\$
49.2	\$		\$

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

	\$		\$
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51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☐ No
- ☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 9: Real property**54. Does the debtor own or lease any real property?**☒ No. Go to Part 10.☐ Yes. Fill in the information below.**55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 _____	_____	\$ _____	_____	\$ _____
55.2 _____	_____	\$ _____	_____	\$ _____
55.3 _____	_____	\$ _____	_____	\$ _____
55.4 _____	_____	\$ _____	_____	\$ _____
55.5 _____	_____	\$ _____	_____	\$ _____
55.6 _____	_____	\$ _____	_____	\$ _____

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ _____

57. Is a depreciation schedule available for any of the property listed in Part 9?☐ No☐ Yes**58. Has any of the property listed in Part 9 been appraised by a professional within the last year?**☐ No☐ Yes**Part 10: Intangibles and Intellectual Property****59. Does the debtor have any interests in intangibles or intellectual property?**☒ No. Go to Part 11.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets _____	\$ _____	_____	\$ _____
61. Internet domain names and websites _____	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties _____	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations _____	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property _____	\$ _____	_____	\$ _____
65. Goodwill _____	\$ _____	_____	\$ _____

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ _____

Debtor

RS Old Mill, LLC

Pg 9 of 46

Case number (if known)

Name

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes. Fill in the information below.

Current value of
debtor's interest

71. Notes receivable

Description (include name of obligor)

Total face amount — doubtful or uncollectible amount =

=>

\$

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

Tax year		\$
Tax year		\$
Tax year		\$

73. Interests in insurance policies or annuities

\$

74. Causes of action against third parties (whether or not a lawsuit has been filed)

\$

Nature of claim

Amount requested \$

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

\$

Nature of claim

Amount requested \$

76. Trusts, equitable or future interests in property

\$

77. Other property of any kind not already listed Examples: Season tickets, country club membership

See Attachment 2

\$Unknown

Tentative Leases With Tenants of 25 Old Mill Road, Suffern, NY

\$Unknown

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$0.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	\$0.00	
81. Deposits and prepayments. Copy line 9, Part 2.	\$0.00	
82. Accounts receivable. Copy line 12, Part 3.	\$0.00	
83. Investments. Copy line 17, Part 4.	\$0.00	
84. Inventory. Copy line 23, Part 5.	\$0.00	
85. Farming and fishing-related assets. Copy line 33, Part 6.	\$0.00	
86. Office furniture, fixtures, and equipment, and collectibles. Copy line 43, Part 7.	\$0.00	
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$0.00	
88. Real property. Copy line 56, Part 9.	→	\$0.00
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$0.00	
90. All other assets. Copy line 78, Part 11.	+ \$0.00	
91. Total. Add lines 80 through 90 for each column. 91a.	\$0.00	+ 91b. \$0.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$0.00

Attachment
Debtor: RS Old Mill, LLC Case No:

See Attachment 1

\$2,500,000 Third-Party Security Deposit Held By Debtor in Connection With
Purchase of Real Property - Debtor Presently Has No Rights to Such Funds

Attachment 2

Right to Purchase 25 Old Mill Road, Suffern, NY Under Agreement of Sale Dated
November 28, 2016

Fill in this information to identify the case:

Debtor name RS Old Mill, LLCUnited States Bankruptcy Court for the: Southern District of New York

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☐ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims**2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.**

Column A

Amount of claim

Do not deduct the value of collateral.

Column B

Value of collateral that supports this claim

2.1 Creditor's name

Describe debtor's property that is subject to a lien

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
- ☐ Yes. Specify each creditor, including this creditor, and its relative priority.

Describe the lien

Is the creditor an insider or related party?

- ☐ No
- ☐ Yes

Is anyone else liable on this claim?

- ☐ No
- ☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

2.2 Creditor's name

Describe debtor's property that is subject to a lien

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
- ☐ Yes. Have you already specified the relative priority?
- ☐ No. Specify each creditor, including this creditor, and its relative priority.

- ☐ Yes. The relative priority of creditors is specified on lines _____

Describe the lien

Is the creditor an insider or related party?

- ☐ No
- ☐ Yes

Is anyone else liable on this claim?

- ☐ No
- ☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$0.00

Fill in this information to identify the case:

Debtor RS Old Mill, LLC

United States Bankruptcy Court for the: Southern District of New York

Case number _____
(If known)

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.
☐ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

	Total claim	Priority amount
2.1 Priority creditor's name and mailing address _____ _____ _____ Date or dates debt was incurred _____ Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)	As of the petition filing date, the claim is: \$ _____ Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	\$ _____
2.2 Priority creditor's name and mailing address _____ _____ _____ Date or dates debt was incurred _____ Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)	As of the petition filing date, the claim is: \$ _____ Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	\$ _____
2.3 Priority creditor's name and mailing address _____ _____ _____ Date or dates debt was incurred _____ Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)	As of the petition filing date, the claim is: \$ _____ Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	\$ _____

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 4 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

3.1 Nonpriority creditor's name and mailing address

AKRF

440 Park Avenue, 7th Floor Attn: Axel Schwendt

New York, New York 10016

Date or dates debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Amount of claim

\$5,500.00

Basis for the claim: Environmental Consulting

Is the claim subject to offset?

- ☒ No
☐ Yes

3.2 Nonpriority creditor's name and mailing address

Alpine Fine Construction

12 Prag Boulevard Attn: Meshilem

Monroe, New York 10950

Date or dates debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$210,000.00

Basis for the claim: Construction Consulting

Is the claim subject to offset?

- ☒ No
☐ Yes

3.3 Nonpriority creditor's name and mailing address

Better Distributors

106 Grand Avenue Attn: Volf

Brooklyn, New York 11205

Date or dates debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is:

Check all that apply.

- ☒ Contingent
☐ Unliquidated
☒ Disputed

\$3,200,000.00

Basis for the claim: Break Up Fee

Is the claim subject to offset?

- ☒ No
☐ Yes

3.4 Nonpriority creditor's name and mailing address

Bridgewater Capital

54 West 47th Street Attn: Mark Junger

New York, New York 10036

Date or dates debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is:

Check all that apply.

- ☒ Contingent
☐ Unliquidated
☒ Disputed

\$1,800,000.00

Basis for the claim: Financing Fee

Is the claim subject to offset?

- ☒ No
☐ Yes

3.5 Nonpriority creditor's name and mailing address

Caps Skull

1265 Coney Island Avenue Attn: Shea Hecht

Brooklyn, New York 11230

Date or dates debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$35,000.00

Basis for the claim: General Services

Is the claim subject to offset?

- ☒ No
☐ Yes

3.6 Nonpriority creditor's name and mailing address

Eli City LLC

16192 Coastal Highway Attn: Aga Worosz

Lews, Delaware 11958

Date or dates debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$70,000.00

Basis for the claim: Independent Contractor

Is the claim subject to offset?

- ☒ No
☐ Yes

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.7	Nonpriority creditor's name and mailing address <u>Goldman Copeland</u> <u>229 West 36th Street Attn: John O'Brian</u> <u>New York, New York 10018</u> Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$48,000.00
3.8	Nonpriority creditor's name and mailing address <u>Instyle Interiors</u> <u>181 Locust Avenue Attn: Leo</u> <u>Bronx, New York 10454</u> Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Break Up Fee</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,200,000.00
3.9	Nonpriority creditor's name and mailing address <u>JLL</u> <u>330 Madison Avenue Attn: Linda</u> <u>New York, New York 10017</u> Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$50,000.00
3.10	Nonpriority creditor's name and mailing address <u>Lyncrest Consulting</u> <u>36 Lyncrest Drive Attn: Isaac Genuth</u> <u>Monsey, New York 10952</u> Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Environmental Consulting</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$172,000.00
3.11	Nonpriority creditor's name and mailing address <u>Mintz Levin</u> <u>One Financial Center Attn: Stuart Offner</u> <u>Boston, Massachusetts 12111</u> Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$23,823.00

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.12	Nonpriority creditor's name and mailing address <u>RFG</u> <u>5314-16th Avenue Attn: Avrumi</u> <u>Brooklyn, New York 11219</u> Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed Basis for the claim: <u>Break Up Fee</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$ <u>400,000.00</u>
3.13	Nonpriority creditor's name and mailing address <u>Romaro</u> <u>12 North Federal Highway Attn: L Peter Marcinek</u> <u>Pompano Beach, Florida 33062</u> Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Independent Contractor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$ <u>115,000.00</u>
3.14	Nonpriority creditor's name and mailing address <u>Shefa Trans Pacific</u> <u>21 Lyncrest Drive</u> <u>Monsey, New York 10952</u> Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$ <u>50,000.00</u>
3.15	Nonpriority creditor's name and mailing address <u>UHCS Distributors</u> <u>8160 New Utrecht Avenue Attn: Norman</u> <u>Brooklyn, New York 11219</u> Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Break Up Fee</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$ <u>140,000.00</u>
3.16	Nonpriority creditor's name and mailing address <u>Watermark Associates LLC</u> <u>4401 21st Street Attn: Lazer Philipson</u> <u>Long Island City, New York 11101</u> Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Break Up Fee</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$ <u>2,800,000.00</u>

Part 3:

List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1.	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.2.	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.3.	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.4.	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.5.	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.6.	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.7.	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.8.	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.9.	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.10.	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.11.	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____
4.12.	Line _____ <input type="checkbox"/> Not listed. Explain _____	_____

Part 4:

Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

		Total of claim amounts
5a. Total claims from Part 1	5a.	\$ 0.00
5b. Total claims from Part 2	5b. +	\$ 10,319,323.00
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.	\$ 10,319,323.00

Fill in this information to identify the case:

Debtor name RS Old Mill, LLC

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	State what the contract or lease is for and the nature of the debtor's interest	Commercial Real Property Lease	Instyle Interiors
	State the term remaining		
	List the contract number of any government contract		
2.2	State what the contract or lease is for and the nature of the debtor's interest	Commercial Real Property Lease	Better Distributors
	State the term remaining		
	List the contract number of any government contract		
2.3	State what the contract or lease is for and the nature of the debtor's interest	Commercial Real Property Lease	RFG
	State the term remaining		
	List the contract number of any government contract		
2.4	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.5	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		

Fill in this information to identify the case:

Debtor name RS Old Mill, LLC

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- ☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name

Mailing address

Name

Check all schedules that apply:

2.1 _____
Street _____

City _____ State _____ ZIP Code _____
☐ D
☐ E/F
☐ G

2.2 _____
Street _____

City _____ State _____ ZIP Code _____
☐ D
☐ E/F
☐ G

2.3 _____
Street _____

City _____ State _____ ZIP Code _____
☐ D
☐ E/F
☐ G

2.4 _____
Street _____

City _____ State _____ ZIP Code _____
☐ D
☐ E/F
☐ G

2.5 _____
Street _____

City _____ State _____ ZIP Code _____
☐ D
☐ E/F
☐ G

2.6 _____
Street _____

City _____ State _____ ZIP Code _____
☐ D
☐ E/F
☐ G

Fill in this information to identify the case:

Debtor name RS Old Mill, LLC
United States Bankruptcy Court for the: Southern District of New York
Case number (if known): _____

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B*

\$ 0.00

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*

\$ 0.00

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*

\$ 0.00

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Hold Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, at the bottom of page 1 of *Schedule D*

\$ 0.00

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 6a of *Schedule E/F*

\$ 0.00

3b. **Total amount of claims of non-priority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 6b of *Schedule E/F*

+ \$ 10,319,323.00

4. **Total liabilities**

Lines 2 + 3a + 3b

\$ 10,319,323.00

Fill in this information to identify the case and this filing:

Debtor Name RS Old Mill, LLC

United States Bankruptcy Court for the: Southern District Of New York

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☒ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☒ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☒ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☒ Schedule H: Codebtors (Official Form 206H)
- ☒ A Summary of Assets and Liabilities for Non-Individuals (Official Form 206—Summary)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

02/16/2017
MM/DD/YYYY

x

Yoel Kaufman
Signature of individual signing on behalf of debtor

Yoel Kaufman

Printed name

Manager

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name RS Old Mill, LLC
United States Bankruptcy Court for the: Southern District of New York
Case number (if known): _____

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☒ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date: From _____ to Filing date
MM / DD / YYYY

☐ Operating a business
☐ Other _____

\$ _____

For prior year: From _____ to _____
MM / DD / YYYY MM / DD / YYYY

☐ Operating a business
☐ Other _____

\$ _____

For the year before that: From _____ to _____
MM / DD / YYYY MM / DD / YYYY

☐ Operating a business
☐ Other _____

\$ _____

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

From the beginning of the fiscal year to filing date: From _____ to Filing date
MM / DD / YYYY

_____ \$ _____

For prior year: From _____ to _____
MM / DD / YYYY MM / DD / YYYY

_____ \$ _____

For the year before that: From _____ to _____
MM / DD / YYYY MM / DD / YYYY

_____ \$ _____

Debtor RS Old Mill, LLC
Name

Case number (if known) _____

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
3.1. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
3.2. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____	\$ _____	_____
4.2. Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____	\$ _____	_____

Debtor RS Old Mill, LLC Case number (if known) _____
Name

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

	Creditor's name and address	Description of the property	Date	Value of property
5.1.	Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____
5.1.	Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____

Last 4 digits of account number: XXXX- _____

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1. See Attachment 1	See Attachment 1	Supreme Court Name Rockland County Street City _____ State _____ ZIP Code _____	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
Case number 30713/2017			
7.2. Case title		Court or agency's name and address Name Street City _____ State _____ ZIP Code _____	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
Case number			

Debtor RS Old Mill, LLC Case number (if known) _____
Name

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
Custodian's name	Case title	\$
Street	Court name and address	
City State ZIP Code	Name	
	Case number	Street
	Date of order or assignment	City State ZIP Code

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. Recipient's name			\$
Street			
City State ZIP Code			
Recipient's relationship to debtor			
9.2. Recipient's name			\$
Street			
City State ZIP Code			
Recipient's relationship to debtor			

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Date of loss	Value of property lost
	If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets - Real and Personal Property).		\$

Debtor RS Old Mill, LLC Case number (if known) _____
Name

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1.	<u>Pick & Zabicki LLP</u>		<u>2/13/2017</u>	<u>\$ 17,500.00</u>
	Address			
	<u>369 Lexington Avenue, 12th Floor</u>			
	Street			
	<u>New York NY 10017</u>			
	City State ZIP Code			
	Email or website address			
	<u>dpick@picklaw.net</u>			
	Who made the payment, if not debtor?			
	<u>DWNY LLC</u>			

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2.				\$ _____
	Address			
	Street			
	City State ZIP Code			
	Email or website address			
	Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
			\$ _____
Trustee			

Debtor RS Old Mill, LLC Case number (if known) _____
Name

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
------------------------	--	------------------------	-----------------------

13.1. _____ \$ _____

Address

Street

City State ZIP Code

Relationship to debtor

Who received transfer?

13.2. _____ \$ _____

Address

Street

City State ZIP Code

Relationship to debtor

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address

Dates of occupancy

From _____ To _____

14.1. c/o Dashrock, LLC
Street
19 King Street
New York NY 10014
City State ZIP Code

From _____ To _____

14.2. c/o MJ NY Holdings, LLC
Street
18 Industrial Avenue
Mahwah NJ 07430
City State ZIP Code

Debtor RS Old Mill, LLC Case number (if known) _____
Name

Part 8: Healthcare Bankruptcies

15. Healthcare bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

15.1.

Facility name

Street

City

State

ZIP Code

Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.

How are records kept?

Check all that apply:

- ☐ Electronically
☐ Paper

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

15.2.

Facility name

Street

City

State

ZIP Code

Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.

How are records kept?

Check all that apply:

- ☐ Electronically
☐ Paper

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

- ☒ No.
☐ Yes. State the nature of the information collected and retained. _____
Does the debtor have a privacy policy about that information?
☐ No
☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b) or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
☐ Yes. Does the debtor serve as plan administrator?
☐ No. Go to Part 10.
☐ Yes. Fill in below:

Name of plan

Employer identification number of the plan

EIN: _____

Has the plan been terminated?

- ☐ No
☐ Yes

Debtor

RS Old Mill, LLC

Name

Case number (if known)

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
18.2.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____ Address _____ _____	_____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____ Address _____ _____	_____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

Debtor RS Old Mill, LLC Case number (if known) _____
Name

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

Owner's name and address	Location of the property	Description of the property	Value
Various Name		Third-Party Security Deposit Toward	\$ 2,500,000.00
Street		Purchase of 25 Old Mill Road,	
		Suffern, NY	
City State ZIP Code			

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium)
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No

☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
Case number	Name		<input type="checkbox"/> Pending
	Street		<input type="checkbox"/> On appeal
	City State ZIP Code		<input type="checkbox"/> Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		

Debtor

RS Old Mill, LLC

Name

Case number (if known)

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name _____	Name _____	_____	_____
Street _____	Street _____	_____	_____
City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____		

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

	Business name and address	Describe the nature of the business	Employer identification number Do not include Social Security number or ITIN.
25.1.	Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	EIN: _____ - _____ Dates business existed _____ From _____ To _____
25.2.	Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	EIN: _____ - _____ Dates business existed _____ From _____ To _____
25.3.	Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	EIN: _____ - _____ Dates business existed _____ From _____ To _____

Debtor RS Old Mill, LLC Case number (if known) _____
Name

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☒ None

Name and address

Dates of service

From _____ To _____

26a.1.

Name _____

Street _____

City _____

State _____

ZIP Code _____

Name and address

Dates of service

From _____ To _____

26a.2.

Name _____

Street _____

City _____

State _____

ZIP Code _____

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

Name and address

Dates of service

From _____ To _____

26b.1.

Name _____

Street _____

City _____

State _____

ZIP Code _____

Name and address

Dates of service

From _____ To _____

26b.2.

Name _____

Street _____

City _____

State _____

ZIP Code _____

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☒ None

Name and address

If any books of account and records are unavailable, explain why

26c.1.

Name _____

Street _____

City _____

State _____

ZIP Code _____

Debtor RS Old Mill, LLC Case number (if known) _____
Name

Name and address

If any books of account and records are
unavailable, explain why

26c.2.

Name _____
Street _____
City _____ State _____ ZIP Code _____

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address

26d.2.

Name _____
Street _____
City _____ State _____ ZIP Code _____

Name and address

26d.2.

Name _____
Street _____
City _____ State _____ ZIP Code _____

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

**Date of
inventory**

**The dollar amount and basis (cost, market, or
other basis) of each inventory**

_____ \$ _____

Name and address of the person who has possession of inventory records

27.1.

Name _____
Street _____
City _____ State _____ ZIP Code _____

Debtor RS Old Mill, LLC Case number (if known) _____
Name

Name of the person who supervised the taking of the inventory

Date of
inventory

The dollar amount and basis (cost, market, or
other basis) of each inventory

\$

Name and address of the person who has possession of inventory records

27.2.

Name

Street

City

State

ZIP Code

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name

Address

Position and nature of any interest

% of interest, if any

Yehuda Salamon

1152 53rd Street, Brooklyn, NY 11219

100

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☒ No

☐ Yes. Identify below.

Name

Address

Position and nature of
any interest

Period during which
position or interest was
held

From To

From To

From To

From To

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No

☐ Yes. Identify below.

Name and address of recipient

Amount of money or
description and value of
property

Dates

Reason for
providing the value

30.1.

Name

Street

City

State

ZIP Code

Relationship to debtor

Debtor RS Old Mill, LLC Case number (if known) _____
Name

Name and address of recipient

Name

Street

City

State

ZIP Code

Relationship to debtor

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☒ No

☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

EIN: _____

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No

☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

EIN: _____

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

02/16/2017
MM / DD / YYYY

x

Signature of individual signing on behalf of the debtor

Printed name Yoel Kaufman

Position or relationship to debtor Manager

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No

☐ Yes

Attachment
Debtor: RS Old Mill, LLC Case No:

Attachment 1

RS Old Mill, LLC v. Novartis Corporation

Attachment 1

Specific Performance of Real Estate Agreement of Sale

B2030 (Form 2030) (12/15)

United States Bankruptcy Court
SOUTHERN DISTRICT OF NEW YORK

In re **RS Old Mill, LLC**

Case No. _____

Debtor

Chapter **11** _____

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept \$ **15,000.00**

Prior to the filing of this statement I have received \$ **15,000.00**

Balance Due \$ **0.00**

2. The source of the compensation paid to me was:

☐ Debtor ☒ Other (specify) **DWNY LLC**

3. The source of compensation to be paid to me is:

☐ Debtor ☐ Other (specify)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION	
I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.	
_____ <i>Date</i>	_____ <i>Signature of Attorney</i>
Pick & Zabicki LLP _____ <i>Name of law firm</i>	

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In Re:

RS Old Mill, LLC,

Debtor

Case No.

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007, Fed. R. Bank. P. for filing in this Chapter 11 case.

Security Holder's Registered Name and Last Known Address or Place of Business	Class of Security	Number of Securities or Percentage	Kind of Interest
Yehuda Salamon 1152 53rd Street Brooklyn, New York 11219		100%	

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION
OR PARTNERSHIP**

I, Yoel Kaufman, Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing **List of Equity Security Holders** and that it is true and correct to the best of my information and belief.

Date:

02/16/2017

Signature:

Printed Name:

Title:

Yoel Kaufman

Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Southern District of New York

In re **RS Old Mill, LLC**

Case No.

Debtor.

Chapter **11**

STATEMENT OF CORPORATE OWNERSHIP

Comes now **RS Old Mill, LLC** (the "Debtor") and pursuant to Fed. R. Bankr. P. 1007(a) and 7007.1 state as follows:

 All corporations that directly or indirectly own 10% or more of any class of the corporation's equity interests are listed below:

OR,

X There are no entities to report.

By: 

Douglas J. Pick, Esq.
Signature of Attorney

Counsel for
Bar no.:

Address.: **369 Lexington Avenue, 12th Floor**
New York, New York 10017

Telephone No.: **(212) 695-6000**

Fax No.: **(212) 695-6007**

E-mail address: **dpick@picklaw.net**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: **RS Old Mill, LLC**

Debtors


Case No. _____

Chapter **11**

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors is complete, correct and consistent with the debtor's schedules pursuant to Local Bankruptcy Rules and I/we assume all responsibility for errors and omissions.

Dated: 02/16/2017

Signed: 

Dated: _____

Signed: _____

Signed: 

Attorney for Debtor(s)

Bar no.: _____

Telephone No.: _____

Fax No.: _____

E-mail address: _____

Pg 43 of 46

AKRF

440 Park Avenue, 7th Floor

Attn: Axel Schwendt

New York, NY 10016

Alpine Fine Construction

12 Prag Boulevard

Attn: Meshilem

Monroe, NY 10950

Better Distributors

106 Grand Avenue

Attn: Volf

Brooklyn, NY 11205

Better Distributors

Bridgewater Capital

54 West 47th Street

Attn: Mark Junger

New York, NY 10036

Caps Skull

1265 Coney Island Avenue

Attn: Shea Hecht

Brooklyn, NY 11230

Ell City LLC

16192 Coastal Highway

Attn: Aga Worosz

Lews, DE 11958

Goldman Copeland

229 West 36th Street

Attn: John O'Brian

New York, NY 10018

Instyle Interiors

181 Locust Avenue

Attn: Leo

Bronx, NY 10454

Instyle Interiors

Internal Revenue Service
P.O. Box 21126
Philadelphia, PA 19114

JLL
330 Madison Avenue
Attn: Linda
New York, NY 10017

Lyncrest Consulting
36 Lyncrest Drive
Attn: Isaac Genuth
Monsey, NY 10952

Mintz Levin
One Financial Center
Attn: Stuart Offner
Boston, MA 12111

NYC Dept. of Finance
345 Adams Street, 3rd Floor, Attn: Legal
Brooklyn, NY 11201

NYC Law Dept.
100 Church Street
New York, NY 10007

NYS Attorney General
120 Broadway
New York, NY 10271

NYS Dept. of Taxation & Finance
Bankruptcy/Special Procs., P.O. Box 5300
Albany, NY 12205-0300

NYS Unemployment Insurance Fund
P.O. Box 551
Albany, NY 12201

Office of the U.S. Trustee
201 Varick Street, Suite 1006
New York, NY 10014

RFG
5314-16th Avenue
Attn: Avrumi
Brooklyn, NY 11219

RFG

Romaro
12 North Federal Highway
Attn: Peter Marcinek
Pompano Beach, FL 33062

Shefa Trans Pacific
21 Lyncrest Drive
Monsey, NY 10952

U.S. Dept. of Justice
Box 55
Washington, District of Columbia 20044

UHCS Distributors
8160 New Utrecht Avenue
Attn: Norman
Brooklyn, NY 11219

United States Attorney
One St. Andrews Plaza
New York, NY 10007

Pg 46 of 46

Watermark Associates LLC
4401 21st Street
Attn: Lazer Philipson
Long Island City, NY 11101